

UNITED STATES BANKRUPTCY COURT Southern District of New York		Pg 1 of 18	VOLUNTARY PETITION
Name of Debtor (if individual, enter Last, First, Middle): <b>dELiA*s Retail Company</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):	
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>23-2920036</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):	
Street Address of Debtor (No. and Street, City, and State): <b>50 West 23rd Street</b> New York, New York		Street Address of Joint Debtor (No. and Street, City, and State):	
		ZIP CODE 10010	ZIP CODE
County of Residence or of the Principal Place of Business: <b>New York</b>		County of Residence or of the Principal Place of Business:	
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):	
		ZIP CODE	ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above): <b>The above address and addresses listed in Exhibit 1 (attached).</b>			
		ZIP CODE	
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)		<b>Nature of Business</b> (Check <b>one</b> box.)	
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <b>Retail</b>	
<b>Filing Fee</b> (Check one box.)		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)	
<input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box.)	
		<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Chapter 11 Debtors</b>		<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).	
<b>Check if:</b>		<b>Check all applicable boxes:</b>	
<input type="checkbox"/>		<input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 ( <i>amount subject to adjustment on 4/01/13 and every three years thereafter</i> ).  <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).	
<b>Statistical/Administrative Information</b>			
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			
<b>Estimated Number of Creditors</b>			
<input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000			
<b>THIS SPACE IS FOR COURT USE ONLY</b>			
<b>Estimated Assets (based on estimated market value on a consolidated basis)</b>			
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			
<b>Estimated Liabilities (on a consolidated basis)</b>			
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Pg 2 of 18 Name of Debtor(s): <b>dELiA*s Retail Company</b>
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)		
Location Where Filed:	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)		
Name of Debtor: <b>See Schedule 1</b>	Case Number:	Date Filed:
District: <b>Southern District of New York</b>	Relationship:	Judge:
<b>Exhibit A</b>		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>X</b> _____ Signature of Attorney for Debtor(s) (Date)
<b>Exhibit C</b>		
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?		
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.		
<b>Exhibit D</b>		
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)		
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.		
If this is a joint petition:		
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.		
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)		
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.		
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)		
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)		
(Name of landlord that obtained judgment)		
(Address of landlord)		
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>dELIA's Retail Company</b>
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>Telephone Number (if not represented by attorney) _____</p> <p>Date _____</p>		<b>Signature of a Foreign Representative</b> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<b>Signature of Attorney*</b> <p>X /s/ Gregg M. Galardi Signature of Attorney for Debtor(s) <b>Gregg M. Galardi</b> Printed Name of Attorney for Debtor(s) <b>DLA Piper LLP (US)</b> Firm Name <b>1251 Avenue of the Americas</b> <b>New York, NY 10020</b> Address <b>212-335-4500</b> Telephone Number <b>12/07/2014</b> Date _____</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date _____</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>

**EXHIBIT 1**

Mall	Street Address	City	State
Willowbrook Mall	2165 Willowbrook Mall	Wayne	NJ
Menlo Park Mall	100 Menlo Park Road	Edison	NJ
Natick Mall	1245 Worcester Street	Natick	MA
Towson Town Center	825 Dulaney Valley Rd	Towson	MD
The Plaza at King of Prussia	160 N. Gulph Road	King of Prussia	PA
Woodfield Shopping Center	5 Woodfield Shopping Center	Schaumburg	IL
Roosevelt Field Mall	630 Old Country Rd	Garden City	NY
Bridgewater Commons	400 Commons Way	Bridgewater	NJ
Lehigh Valley Mall	250 Lehigh Valley Mall	Whitehall	PA
The Mall at Robinson	100 Robinson Center Drive	Pittsburgh	PA
Crossgates Mall	1 Crossgates Mall Road	Albany	NY
The Parks at Arlington	3811 S. Cooper Street	Arlington	TX
Easton Town Center	136 Easton Town Center	Columbus	OH
Wolfchase Galleria	2760 N. Germantown Parkway	Memphis	TN
Riverchase Galleria	2000 Riverchase Galleria	Hoover	AL
Mall of Georgia	3333 Buford Drive	Buford	GA
Short Pump Town Center	11800 West Broad St.	Richmond	VA
Coastal Grand	2000 Coastal Grand Circle	Myrtle Beach	SC
Montgomery Mall	130 Montgomery Mall	North Wales	PA
Deptford Mall	1750 Deptford Center Rd.	Deptford	NJ
Twelve Oaks	27666 Novi Road	Novi	MI
Northlake Mall	6801 Northlake Mall Drive	Charlotte	NC
Mall of America	270 North Garden	Bloomington	MN
The Mall at Wellington Green	10300 West Forest Hill Blvd	Wellington	FL
Hamilton Mall	4403 Black Horse Pike	Mays Landing	NJ
The Town Center at Cobb	400 Ernest Barrett Parkway	Kennesaw	GA
NorthPark Center	8687 North Central Expressway	Dallas	TX
Southlake Town Square	331 Grand Avenue East	Southlake	TX
Firewheel Town Center	490 Cedar Sage Drive	Garland	TX
Pheasant Lane Mall	310 Daniel Webster Highway	Nashua	NH
Connecticut Post	1201 Boston Post Rd	Milford	CT
Clay Terrace	14511 Clay Terrace Blvd	Carmel	IN
The Shops at Willowbend	6121 W. Park Blvd	Plano	TX
Galleria @ Ft. Lauderdale	2368 East Sunrise Blvd	Ft. Lauderdale	FL
The Greene	81 Chestnut St.	Beavercreek	OH
Staten Island Mall	2655 Richmond Ave	Staten Island	NY
Annapolis Mall	1516 Annapolis Mall	Annapolis	MD
Bayshore Mall	5770 North Bayshore Drive	Glendale	WI

Mall	Street Address	City	State
Marketplace Mall	261 Miracle Mile Drive	Rochester	NY
The Avenue Carriage Crossing	4670 Merchants Park Circle	Collierville	TN
Palisades Center	2740 Palisades Center Drive	West Nyack	NY
Circle Center	49 West Maryland St.	Indianapolis	IN
Holyoke Mall	50 Holyoke St.	Holyoke	MA
Hanes Mall	3320 Silas Creek Parkway	Winston-Salem	NC
Sarasota Square	8201 South Tamiami Trail North	Sarasota	FL
		West Des Moines	
Jordan Creek Town Center	101 Jordan Creek Parkway	Moines	IA
The Avenues	10300 Southside Boulevard	Jacksonville	FL
Independence Center	2092 Independence Center	Independence	MO
Promenade @ Bolingbrook	627 East Boughton Road	Bolingbrook	IL
Shops @ Sunset Place	5701 Sunset Drive	South Miami	FL
Charleston Town Center	2015 Charleston Town Center	Charleston	WV
Chesterfield Mall	43 Chesterfield Mall	Chesterfield	MO
Polaris Fashion Place	1500 Polaris Parkway	Columbus	OH
Walden Galleria	1 Walden Galleria	Cheektowaga	NY
Coconut Point	23106 Fashion Drive	Esterio	FL
Zona Rosa	7101 NW 86th Terrace	Kansas City	MO
		Highland Village	
The Shops at Highland Village	1700 Cottonwood Creek	Village	TX
Southlake 2	1975 Southlake Mall	Merrillville	IN
The Shoppes at Buckland Hills	194 Buckland Hills Drive	Manchester	CT
The Avenue Murfreesboro	2615 Medical Center Parkway	Murfreesboro	TN
		Clinton Township	
Mall at Partridge Creek	17420 Hall Road	Clinton	MI
Lakeline Mall	11200 Lakeline Mall Drive	Township	TX
Emerald Square	999 S. Washington Street	Cedar Park	MA
North Point	2112 North Point Circle	North Attleboro	GA
South Park Center	428 South Park Center	Alpharetta	OH
The Mall in Columbia	10300 Little Patuxent Parkway	Strongsville	MD
Beachwood Place	26300 Cedar Road	Columbia	OH
Yorktown Center	205A Yorktown Mall	Beachwood	IL
Burlington Mall	75 Middlesex Turnpike	Lombard	MA
Galleria @ Roseville	1151 Galleria Blvd	Burlington	CA
La Plaza Mall	2200 South 10th Street	Roseville	TX
Mall of Louisiana	6401 Bluebonnet Blvd	McAllen	LA
Fox Valley Mall	2428 Fox Valley Center	Baton Rouge	IL
The Mall at Rockingham	99 Rockingham Park Blvd	Aurora	NH
Northshore Mall	210 Andover Street	Salem	MA
The Maine Mall	364 Maine Mall Road	Peabody	ME
		South Portland	

Mall	Street Address	City	State
Smith Haven Mall	450 Smith Haven Mall	Lake Grove	NY
Livingston Mall	112 Eisenhower Parkway	Livingston	NJ
Fox River Mall	4301 W. Wisconsin Ave	Appleton	WI
West Town Mall	7600 Kingston Pike	Knoxville	TN
South Shore Plaza	250 Granite Street	Braintree	MA
Christiana Mall	150 Christiana Mall	Newark	DE
Garden State Plaza	1 Garden State	Paramus	NJ
Plaza Bonita	3030 Plaza Bonita Rd	National City	CA
RiverTown Crossing	3700 Rivertown Pkwy S.W.	Grandville	MI
Bangor Mall	663 Stillwater Avenue	Bangor	ME
Peninsula Town Center	2561 McMenamin St	Hampton	VA
Rockaway Town Square	301 Mt. Hope Ave	Rockaway	NJ
The Westchester	125 Westchester Ave	White Plains	NY
Providence Place	127 Providence Place	Providence	RI
Hawthorn Center	122 Hawthorn Center	Vernon Hills	IL
Fashion Outlets of Niagara	1734 Military Road	Niagara Falls	NY
Distribution Center	348 Poplar Street	Hanover	PA

**SCHEDULE 1**

**SCHEDULE OF DEBTORS**

On the date hereof, each of the affiliated entities listed below (each, a “Debtor” and, collectively, the “Debtors”) filed in this Court a voluntary petition for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532, as amended (the “Bankruptcy Code”). Substantially contemporaneously with the filing of these Chapter 11 Cases, these entities filed a motion requesting that their respective Chapter 11 cases be jointly administered for procedural purposes only.

<b>DEBTOR</b>	<b>TAX ID No.</b>
dELiA*s, Inc.	20-3397172
dELiA*s Distribution Company	23-2909076
A Merchandise, LLC	27-0037639
dELiA*s Operating Company	13-3953765
dELiA*s Retail Company	23-2920036
dELiA*s Group Inc.	13-3914035
AMG Direct, LLC	20-1129236
dELiA*s Assets Corp.	13-3963754
DACCS, Inc.	42-1750225

### SECRETARY'S CERTIFICATE

I, Ryan A. Schreiber, the undersigned Secretary of each entity listed on Schedule 1 hereto (each entity, a "Company" and together, the "Companies") hereby certify that, on December 7, 2014, the following resolutions were duly adopted by the Board of Directors, Sole Member or equivalent body, as the case may be, of each Company (collectively, the "Board"), and recorded in the minute books of each Company, and that they have not been amended, modified or rescinded and, accordingly, are in full force and effect as of the date hereof.

**WHEREAS**, as a result of the financial condition of the Company, the Board has engaged counsel and financial advisors to provide advice to the Company regarding its obligations to its creditors, equity holders, employees and other interested parties;

**WHEREAS**, the Board has reviewed and considered, among other things, the advice of its counsel and financial advisors and has considered the options available to the Company, and has determined that, in its judgment, it is advisable and in the best interests of the Company, its creditors, equity holders, employees and other interested parties that the Company voluntarily file a petition (the "Petition") for relief under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

**NOW THEREFORE**, it is hereby:

**RESOLVED**, that the filing by the Company of the Petition, in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), substantially in the form previously presented to the Board is hereby approved, confirmed and adopted in all respects; and it is further

**RESOLVED**, that Ryan A. Schreiber, President, General Counsel, and Secretary, Edward Brennan, Chief Financial Officer, or such other person as the Board designates (each of the foregoing, individually, an "Authorized Officer" and, together, the "Authorized Officers") be, and they hereby are authorized, empowered and directed to execute and file the Petition on behalf of the Company in order to seek relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

**RESOLVED**, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations, affidavits and other papers as required to accompany the Petition or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petition or the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

**RESOLVED**, that the Company is authorized to employ the law firm of DLA Piper LLP (US), located at 1251 Avenue of the Americas, New York, New York 10020, as bankruptcy counsel to render legal services to, and to represent, the Company in its Chapter 11

case and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

**RESOLVED**, that the Company is authorized to employ Clear Thinking Group LLC, located at 401 Towne Center Drive, Hillsborough, NJ 08844, as restructuring advisors for the Company in its Chapter 11 case, subject to Bankruptcy Court approval; and it is further

**RESOLVED**, that the Company is authorized to employ Janney Montgomery Scott LLC, located at 575 Lexington Avenue, New York, NY 10022, as investment banker for the Company in its chapter 11 case, subject to Bankruptcy Court approval; and it is further

**RESOLVED**, that each of the Authorized Officers be and they hereby are authorized, empowered and directed to retain on behalf of each Company such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to each Company in connection with its chapter 11 case and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

**RESOLVED**, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name of the Company, to cause the Company to enter into, and to execute and deliver and take all actions necessary, proper or desirable to consummate any transaction that the Board deems necessary and appropriate, and to effectuate the foregoing, to enter into all other documents, agreements, or instruments as may be deemed necessary or appropriate by the Authorized Officers; and it is further

**RESOLVED**, that each of the Authorized Officers be and they hereby are authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, including, without limitation, the payment of fees, costs and expenses (subject to Bankruptcy Court approval where necessary or appropriate), as in the judgment of such Authorized Officer shall be or become necessary, proper, and desirable to effectuate an orderly liquidation and wind down of the Companies' businesses; and it is further

**RESOLVED**, that in connection with filing of the Petition, the Authorized Officers be and they hereby are authorized, empowered and directed to proceed in seeking a Bankruptcy Court approval: (a) to enter into secured postpetition superpriority financing pursuant to the terms and conditions of that certain Debtor in Possession Financing Credit Agreement by and among the Companies as Borrowers and/or guarantors and Salus Capital Partners, LLC; and (b) to assume that certain Agency Agreement by and among dELiA\*s, Inc. and Gordon Brothers Retail Partners, LLC and Hilco Merchant Resources, LLC; and it is further

**RESOLVED**, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Company in the name and on behalf of the Company in furtherance of any or all

of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects; and it is further

**RESOLVED**, that the Secretary of the Company is hereby authorized, empowered and directed to certify that the foregoing resolutions of the Board were duly consented to and adopted as of the date hereof, and that the Secretary of the Company is hereby authorized and directed to insert, or cause to be inserted, this Secretary's Certificate, or a copy thereof, in the minutes of proceedings of the Board.

IN WITNESS WHEREOF, the undersigned has executed this Secretary's Certificate as of the 7th day of December 2014.

By: */s/ Ryan A. Schreiber*  
Name: Ryan A. Schreiber  
Title: President, General Counsel,  
Secretary

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

dELiA\*s RETAIL COMPANY,

Debtor.

Chapter 11

Case No. 14- \_\_\_\_ (\_\_\_\_)

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING  
FIFTY LARGEST UNSECURED CLAIMS**

Following is a consolidated list of creditors holding the 50 largest unsecured claims, as of the Petition Date. The list has been prepared on a consolidated basis, based upon the books and records of the debtor and certain affiliated entities that have contemporaneously commenced Chapter 11 cases in this Court (collectively, the “Debtors”). The Debtors believe that this list is representative of the 50 largest creditors in each of the affiliated cases. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.<sup>1</sup>

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims.<sup>2</sup>

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<sup>1</sup> The Debtors will file schedules of assets and liabilities (the “Schedules”) in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

<sup>2</sup> The Debtors have not yet identified which of the 50 largest unsecured claims, if any, are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of the 50 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	TELEPHONE NUMBER AND FAX NUMBER OF EMPLOYEES, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	AMOUNT OF CLAIM
Quad Graphics Inc P.O. BOX 842858 Boston MA 02284	414-566-6000	Catalog Printing & Paper	\$830,164.41
Epicor Retail Solutions C/O T60167U PO Box 66512 Chicago IL 60666	514-426-0822	Capital Project (POS System)	\$627,899.53
NYC Alliance Co LLC 525 7TH AVE STE 701 NEW YORK NY 10018		Trade Debt	\$626,323.89
Poison Ivy 2430 Porter Street Los Angeles CA 90021		Trade Debt	\$535,290.78
Guru Knits 225 W 38 <sup>th</sup> Street Los Angeles CA 90037	323-235-9424	Trade Debt	\$480,223.61
KBL Group International LTD 9142-9150 Norwalk Blvd Santa Fe Springs CA 90670	562-699-8995	Trade Debt	\$374,010.60
Spicy Clothing Co LLC 530 7 <sup>th</sup> Ave STE 302 New York NY 10018	201-243-2500	Trade Debt	\$343,110.10
Celebrity Pink 1708 Gage Road Montebello CA 90640	323-837-9800	Trade Debt	\$326,256.05
G. Girl 1800 E 50 <sup>th</sup> Street Los Angeles CA 90058	323-233-3017	Trade Debt	\$324,451.82
Tailgate Clothing Co 2805 SW Snyder Blvd Ankeny IA 50023		Trade Debt	\$267,570.95
Marketlive 75 Remittance Dr Dept 1372 Chicago IL 60675-1372	877-341-5729	Web Hosting	\$233,017,09
Big Strike DBA Heart N Soul 127 E 9 <sup>th</sup> Street Los Angeles CA 90015	310-851-4772	Trade Debt	\$227,975.68

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	TELEPHONE NUMBER AND FAX NUMBER OF EMPLOYEES, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	AMOUNT OF CLAIM
January Digital 400 E 12 <sup>th</sup> Street #7 New York NY 10009		Web Marketing Programs	\$181,474.61
Fire Div of Topson Downs 3539 Motor Ave Los Angeles CA 90034		Trade Debt	\$179,318.20
Mighty Fine 2010 E 15 <sup>th</sup> Street Los Angeles CA 90021	213-627-2498	Trade Debt	\$172,320.84
Revolve Apparel NYC Inc 9 The Maples Roslyn NY 11576	718-821-2245	Trade Debt	\$162,408.30
GMPC 11390 W Olympic Blvd STE 400 Los Angeles CA 90064	310-392-0443	Trade Debt	\$159,030.05
Brandon Thomas Co Ltd 1407 Broadway STE 803 New York NY 10018	917-229-1400	Trade Debt	\$146,139.25
Eco Textiles Group Inc 1035 South Grand Ave STE 400 Los Angeles CA 90015	213-744-7900	Trade Debt	\$139,500.00
Urban Episode Inc 794 E 18 <sup>th</sup> Street Los Angeles CA 90021	213-765-0515	Trade Debt	\$117,038.95
Jakes Dry Goods 2749 Tanager Ave Commerce CA 90040	323-583-1111	Trade Debt	\$114,098.95
Sweden Unlimited 199 Layayette Street STE 4A2 New York NY 10012	212-941-5904	Web Advertising Programs	\$110,750.00
Mightyhive PO Box 398017 San Francisco CA 94139	610-737-7001	Web Advertising Programs	\$108,609.24
Park Mall LLC SDS-12-1377 PO Box 86 Minneapolis MN 55486		Store Rent	\$99,074.50

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Reliable of Milwaukee 100 Campbellsport Drive Campbellsport WI 53010		Trade Debt	\$99,074.50
Defy Media LLC Dept CH 19589 Palatine IL 10118	212-244-4307	Web URL Fees	\$87,000.00
Orly Shoe Co 350 Fifth Ave RM 6721 New York NY 10118	212-695-0998	Trade Debt	\$86,700.59
The Ultimate Software Group Inc PO Box 930953 Atlanta GA 31193-0953	954-331-7000	HR Systems	\$86,560.45
Sunrise Apparel Group LLC 801 S Figueroa St STE 2500 Los Angeles CA 90017		Trade Debt	\$81,316.58
Secret Charm LLC 1437 E 20 <sup>th</sup> Street Los Angeles CA 90011		Trade Debt	\$77,809.25
Wanted Shoes Inc 48 Ethel Road Edison NJ 08817		Trade Debt	\$75,732.50
Rakuten Marketing LLC 215 Park Ave New York NY 10003		Web Advertising	\$73,812.64
The Glam Fashion Inc 952 S Western Ave #105-77 Los Angeles CA 90006	323-731-5570	Trade Debt	\$71,229.50
Younique Clothing 270 W 38 <sup>th</sup> Street New York NY 10018	212-764-2121	Trade Debt	\$70,160.95
IT Closet 170 W39th Street Los Angeles CA 90037	323-234-1321	Trade Debt	\$68,618.30

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	TELEPHONE NUMBER AND FAX NUMBER OF EMPLOYEES, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	AMOUNT OF CLAIM
Midway Industries America Inc 10 W 33 <sup>rd</sup> Street STE 1221 New York NY 10001	212-244-4777	Trade Debt	\$66,682.77
J&F Design Inc 5578 Bandini Blvd Bell CA 90201	323-526-4444	Trade Debt	\$65,693.30
Bravado Int'l Group MS Inc 1755 Broadway 2 <sup>nd</sup> Floor New York NY 10019	212-445-3412	Trade Debt	\$64,085.50
Converse Inc One High Street No14 North Andover MA 01845		Trade Debt	\$63,942.78
Kash Apparel LLC 1929 Hooper Ave Los Angeles CA 90011	213-747-8885	Trade Debt	\$60,935.00
Inspireme Apparel LLC 10018 Lower Azusa Road #B El Monte CA 91731	626-582-8855	Trade Debt	\$60,686.00
Crater Communications Inc PO Box 588 West Brookfield MA 01585	508-637-1661	Trade Debt	\$56,749.36
Donnelly Communications 1349 W Peachtree Street STE 100 Atlanta GA 30309	800-535-2880	Call Center	\$55,920.77
Hot Steps 236 5 <sup>th</sup> Ave 3 <sup>rd</sup> Floor New York NY 10001	212-481-9090	Trade Debt	\$55,247.70
EOS Products 19 W 44 <sup>th</sup> STE 811 New York NY 10036		Trade Debt	\$54,763.20
4836 The Retail Property Trust PO Box 35467 Newark NJ 07193		Store Rent	\$53,088.38

NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	TELEPHONE NUMBER AND FAX NUMBER OF EMPLOYEES, AGENT OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	NATURE OF CLAIM (trade debt, bank loan, government contract, etc.)	AMOUNT OF CLAIM
Signmasters Inc 217 Brook Ave Passaic NJ 07055	973-614-8300	Store Signage	\$53,024.28
Farylrobin 200 Park Ave South #1610 New York NY 10003		Trade Debt	\$52,295.25
Deloitte Tax LLP 1633 Broadway New York NY 10019		Tax Service	\$51,997.00
Westchester Mall LLC PO Box 643095 Pittsburgh PA 15264		Store Rent	\$50,322.86

**DECLARATION**

I, Edward Brennan, an authorized signatory for the Debtor in this case, declare under penalty of perjury that I have read the foregoing Consolidated List of Creditors Holding Fifty Largest Unsecured Claims and that it is true and correct to the best of my knowledge, information and belief.

Dated: New York, New York  
December 7, 2014

*/s/ Edward Brennan*  
Edward Brennan

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

dELiA\*s RETAIL COMPANY,

Debtor.

Chapter 11

Case No. 14- (\_\_\_\_)

**LIST OF EQUITY HOLDERS AND  
CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the undersigned authorized officer of the Debtor certifies that the following corporate entities own more than 10% of the Debtor.

Shareholder	Percentage of Total Shares or Membership Interests
dELiA*s Group Inc.	100%

**DECLARATION**

I, Edward Brennan, an authorized signatory for the Debtors in this case, declare under penalty of perjury that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my knowledge, information and belief.

Dated: New York, New York  
December 7, 2014

*/s/ Edward Brennan*  
Edward Brennan